

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

IN RE:	§	
	§	CASE NO. 20-51780-RBK
EARTH ENERGY RENEWABLES, LLC	§	
	§	CHAPTER 11
DEBTOR	§	SUBCHAPTER V
	§	

MOTION TO INCUR UNSECURED DEBT
PURSUANT TO 11 U.S.C. § 364(B)

TO THE HONORABLE RONALD B. KING, CHIEF UNITED STATES BANKRUPTCY JUDGE:

NOW COMES EARTH ENERGY RENEWABLES, LLC, the Debtor in Possession in the above entitled and numbered Chapter 11, Subchapter V proceeding (“Debtor”), and files this its motion seeking the authority of the Court to incur unsecured debt under 11 U.S.C. § 364(b). In support of such requested relief, the Debtor would respectfully show the Court the following:

SUMMARY OF RELIEF REQUESTED

The Debtor seeks authority to incur unsecured debt in the amount of \$60,000.00 to fund its regularly scheduled bi-monthly payroll along with associated payroll taxes on October 30, 2020.

BACKGROUND AND ARGUMENT

1. These Chapter 11, Subchapter V proceedings were commenced by voluntary petition filed on October 20, 2020 (the “Petition Date”). At this time, the Debtor continues to operate its business and manage its assets as a debtor in possession pursuant to §§ 1107 and 1108 of the Bankruptcy Code. The Debtor has all of the rights, duties and powers of a trustee under § 1106 of the Bankruptcy Code, except as limited by 11 U.S.C. § 1107(a).

2. The Debtor is a Texas limited liability company in the bio-chemical business and employs engineers, technicians, support staff and management.

3. The Debtor is scheduled to make a regular bi-monthly payroll on October 30, 2020, for employee labor performed between the dates October 16, 2020 and October 31, 2020, inclusive. That payroll, including both the employer and employee portions of payroll taxes is expected to total \$55,887.29. The proposed financing of \$60,000.00 would fully fund the projected payroll amount along with a cushion of \$4,112.71.

4. By Order entered October 29, 2020, this Court granted the Debtor's Motion for Authority to Disburse Payroll and Associated Payroll Taxes for Pre-Petition Period in the amount of \$55,887.29.

5. It is critical to the operation of the Debtor's business, and to the Debtor's reorganization efforts that it be permitted to fund this payroll as scheduled.

6. Jeffrey Wooley and John Wooley, who are the Managers of the Debtor and who also own membership interests in the Debtor, have indicated that they will loan the Debtor \$60,000.00.

The terms of the proposed loan are as follows:

<u>Term</u>	<u>Description</u>	<u>Location in Note</u>
Principal amount	\$60,000.00	Page 1, opening paragraph
Interest Rate:	8.0% per annum (default rate: 18.0%)	Page 1, opening paragraph
Maturity Date	January 29, 2021	Page 1, paragraph 2 ("Payment Schedule")
Security	None	Page 1, paragraph 8 ("Security")
Payment Schedule	One payment of principal and accrued, unpaid interest due at Maturity (01/29/2021)	Page 1, paragraph 2 ("Payment Schedule")

7. Debtor is unable to borrow additional funds on an unsecured basis under the conditions set forth in §§ 364(a) of the Code.

8. Attached as Exhibit 1 is the October 30, 2020 payroll broken down by employee (names are shown as numbers to preserve anonymity), salary or hourly rate and associated payroll.

9. Attached as Exhibit 2 is the proposed form of promissory note.

10. **Disclosure of Interests.** As noted above, the proposed lenders, Jeffrey Wooley and John Wooley, are the Managers of the Debtor and also own membership interests in the Debtor. Jeffrey Wooley owns 1,908,363 membership units in the Debtor. John Wooley owns 1,908,363 membership units in the Debtor. Together, they control an additional 104,165 membership units in the Debtor. The Debtor owes Jeffrey Wooley \$153,716.97 and John Wooley \$134,156.21.

WHEREFORE, PREMISES CONSIDERED, the Debtor prays that the Court, after notice and a hearing, enter an order authorizing the Debtor to incur unsecured debt in the amount of \$60,000.00 as set forth above and granting such other and further relief to which the Debtor might show itself to be entitled.

Dated: October 29, 2020.

Respectfully submitted,

/s/ Frank B. Lyon

Frank B. Lyon

Texas Bar No. 12739800

TWO FAR WEST PLAZA, Suite 170

Austin, Texas 78731

512-345-8964 / Fax 512-647-0047

frank@franklyon.com

ATTORNEY FOR THE DEBTOR IN POSSESSION,
EARTH ENERGY RENEWABLES, LLC

CERTIFICATE OF SERVICE

I, Frank B. Lyon, the attorney for the Debtor, hereby certify that on the 29th day of October, 2020, a true and correct copy of the foregoing Motion was served upon the United States Trustee, Eric Terry (Subchapter V Trustee) and upon parties requesting notice, including John Melko on behalf of Ara EER Holdings, LLC, Deborah Williamson on behalf of Kemin Industries and Tara LeDay on behalf of Brazos County, through the Court's CM/ECF electronic noticing system.

I further certify that on the same date, a true and correct copy of the foregoing Motion was served via U.S. First Class Mail to the parties on the attached matrix.

I further certify that as soon as I have obtained a hearing date and time from the Court for the hearing on this Motion, I will serve copies of the Notice of Hearing on this Motion upon all parties entitled to notice under the Bankruptcy Rules and Local Rules of this Court, and that I will serve all such parties, including any affected creditor, with notice of the time and date of such hearing and the means to participate in such hearing remotely, and that promptly thereafter I will file a Certificate of Service to identify the parties served and the means by which they were served.

/s/ Frank B. Lyon

Frank B. Lyon

EXHIBIT 1

4:30 PM
10/28/20

EARTH ENERGY RENEWABLES LLC

Payroll Summary

October 29 - 31, 2020

#1

Employee

Employee Wages, Taxes and Adjustments

Gross Pay

Administration Salaries

Engineering Salary

Plant Ops Salary

R & D Labor

Overtime (x1.5) hourly

Plant Ops Hourly

Total Gross Pay

Adjusted Gross Pay

Taxes Withheld

Federal Withholding

Medicare Employee

Social Security Employee

Medicare Employee Addl Tax

Total Taxes Withheld

Net Pay

Employer Taxes and Contributions

Federal Unemployment

Medicare Company

Social Security Company

TX - Unemployment

Total Employer Taxes and Contributions

Hours	Rate	Oct 29 - 31, 20
-------	------	-----------------

0.00

0.00

0.00

0.00

408.00

1,360.00

1,768.00

1,768.00

-125.00

-25.64

-109.62

0.00

-260.26

1,507.74

96.00

0.00

25.64

109.62

0.00

135.26

4:30 PM
10/28/20

EARTH ENERGY RENEWABLES LLC

Payroll Summary

October 29 - 31, 2020

Employee	#2			#3		
	Hours	Rate	Oct 29 - 31, 20	Hours	Rate	Oct 29 - 31, 20
Employee Wages, Taxes and Adjustments						
Gross Pay						
Administration Salaries			0.00			0.00
Engineering Salary			0.00			2,750.00
Plant Ops Salary			0.00			0.00
R & D Labor			0.00			0.00
Overtime (x1.5) hourly		25.50	0.00			0.00
Plant Ops Hourly	35.00	17.00	595.00			0.00
Total Gross Pay	35.00		595.00			2,750.00
Adjusted Gross Pay	35.00		595.00			2,750.00
Taxes Withheld	35.00		595.00			2,750.00
Federal Withholding			-26.00			-316.00
Medicare Employee			-8.63			-39.87
Social Security Employee			-36.89			-170.50
Medicare Employee Addl Tax			0.00			0.00
Total Taxes Withheld			-71.52			-526.37
Net Pay	35.00		523.48			2,223.63
Employer Taxes and Contributions						
Federal Unemployment			0.00			0.00
Medicare Company			8.63			39.87
Social Security Company			36.89			170.50
TX - Unemployment			0.00			0.00
Total Employer Taxes and Contributions			45.52			210.37

4:30 PM
10/28/20

Employee

Employee Wages, Taxes and Adjustments

Gross Pay

Administration Salaries

Engineering Salary

Plant Ops Salary

R & D Labor

Overtime (x1.5) hourly

Plant Ops Hourly

Total Gross Pay

Adjusted Gross Pay

Taxes Withheld

Federal Withholding

Medicare Employee

Social Security Employee

Medicare Employee Addl Tax

Total Taxes Withheld

Net Pay

Employer Taxes and Contributions

Federal Unemployment

Medicare Company

Social Security Company

TX - Unemployment

Total Employer Taxes and Contributions

EARTH ENERGY RENEWABLES LLC

Payroll Summary

October 29 - 31, 2020

#4

#5

Hours	Rate	Oct 29 - 31, 20	Hours	Rate	Oct 29 - 31, 20
-------	------	-----------------	-------	------	-----------------

0.00

0.00

3,333.33

0.00

0.00

0.00

3,333.33

3,333.33

-281.00

-48.34

-206.67

0.00

-536.01

2,797.32

0.00

48.34

206.67

0.00

255.01

0.00

0.00

0.00

7,500.00

0.00

0.00

7,500.00

7,500.00

-481.00

-108.75

0.00

0.00

-589.75

6,910.25

0.00

108.75

0.00

0.00

108.75

4:30 PM
10/28/20

Employee

Employee Wages, Taxes and Adjustments

Gross Pay

Administration Salaries

Engineering Salary

Plant Ops Salary

R & D Labor

Overtime (x1.5) hourly

Plant Ops Hourly

Total Gross Pay

Adjusted Gross Pay

Taxes Withheld

Federal Withholding

Medicare Employee

Social Security Employee

Medicare Employee Addl Tax

Total Taxes Withheld

Net Pay

Employer Taxes and Contributions

Federal Unemployment

Medicare Company

Social Security Company

TX - Unemployment

Total Employer Taxes and Contributions

EARTH ENERGY RENEWABLES LLC

Payroll Summary

October 29 - 31, 2020

#6

#7

Hours	Rate	Oct 29 - 31, 20	Hours	Rate	Oct 29 - 31, 20
-------	------	-----------------	-------	------	-----------------

0.00

2,916.67

0.00

0.00

0.00

0.00

2,916.67

2,916.67

-353.00

-42.29

-180.83

0.00

-576.12

2,340.55

0.00

42.29

180.83

0.00

223.12

0.00

0.00

2,750.00

0.00

0.00

0.00

2,750.00

2,750.00

-321.00

-39.87

-170.50

0.00

-531.37

2,218.63

0.00

39.87

170.50

0.00

210.37

4:30 PM
10/28/20

EARTH ENERGY RENEWABLES LLC

Payroll Summary

October 29 - 31, 2020

Employee	#8			#9		
	Hours	Rate	Oct 29 - 31, 20	Hours	Rate	Oct 29 - 31, 20
Employee Wages, Taxes and Adjustments						
Gross Pay						
Administration Salaries			0.00			0.00
Engineering Salary			0.00			0.00
Plant Ops Salary			0.00			4,166.67
R & D Labor			0.00			0.00
Overtime (x1.5) hourly	16.00	25.50	408.00			0.00
Plant Ops Hourly	80.00	17.00	1,360.00			0.00
Total Gross Pay	96.00		1,768.00			4,166.67
Adjusted Gross Pay	96.00		1,768.00			4,166.67
Taxes Withheld						
Federal Withholding			-142.00			-317.00
Medicare Employee			-25.64			-60.41
Social Security Employee			-109.62			-258.33
Medicare Employee Addl Tax			0.00			0.00
Total Taxes Withheld			-277.26			-635.74
Net Pay	96.00		1,490.74			3,530.93
Employer Taxes and Contributions						
Federal Unemployment			0.00			0.00
Medicare Company			25.64			60.41
Social Security Company			109.62			258.33
TX - Unemployment			0.00			0.00
Total Employer Taxes and Contributions			135.26			318.74

4:30 PM
10/28/20

Employee

Employee Wages, Taxes and Adjustments

Gross Pay

Administration Salaries

Engineering Salary

Plant Ops Salary

R & D Labor

Overtime (x1.5) hourly

Plant Ops Hourly

Total Gross Pay

Adjusted Gross Pay

Taxes Withheld

Federal Withholding

Medicare Employee

Social Security Employee

Medicare Employee Addl Tax

Total Taxes Withheld

Net Pay

Employer Taxes and Contributions

Federal Unemployment

Medicare Company

Social Security Company

TX - Unemployment

Total Employer Taxes and Contributions

EARTH ENERGY RENEWABLES LLC

Payroll Summary

October 29 - 31, 2020

#10

#11

Hours	Rate	Oct 29 - 31, 20	Hours	Rate	Oct 29 - 31, 20
-------	------	-----------------	-------	------	-----------------

0.00

0.00

0.00

5,000.00

0.00

0.00

5,000.00

5,000.00

-443.00

-72.50

-310.00

0.00

-825.50

4,174.50

0.00

72.50

310.00

0.00

382.50

0.00

0.00

3,400.00

0.00

0.00

0.00

3,400.00

3,400.00

-268.00

-49.30

-210.80

0.00

-528.10

2,871.90

0.00

49.30

210.80

0.00

260.10

4:30 PM
10/28/20

Employee

Employee Wages, Taxes and Adjustments

Gross Pay

Administration Salaries

Engineering Salary

Plant Ops Salary

R & D Labor

Overtime (x1.5) hourly

Plant Ops Hourly

Total Gross Pay

Adjusted Gross Pay

Taxes Withheld

Federal Withholding

Medicare Employee

Social Security Employee

Medicare Employee Addl Tax

Total Taxes Withheld

Net Pay

Employer Taxes and Contributions

Federal Unemployment

Medicare Company

Social Security Company

TX - Unemployment

Total Employer Taxes and Contributions

EARTH ENERGY RENEWABLES LLC

Payroll Summary

October 29 - 31, 2020

#12

#13

Hours	Rate	Oct 29 - 31, 20	Hours	Rate	Oct 29 - 31, 20
-------	------	-----------------	-------	------	-----------------

0.00

0.00

0.00

1,500.00

0.00

0.00

1,500.00

1,500.00

-131.00

-21.75

-93.00

0.00

-245.75

1,254.25

0.00

21.75

93.00

0.00

114.75

0.00

0.00

0.00

2,625.00

0.00

0.00

2,625.00

2,625.00

-398.00

-38.06

-162.75

0.00

-598.81

2,026.19

0.00

38.06

162.75

0.00

200.81

4:30 PM
10/28/20

Employee

Employee Wages, Taxes and Adjustments

Gross Pay

Administration Salaries

Engineering Salary

Plant Ops Salary

R & D Labor

Overtime (x1.5) hourly

Plant Ops Hourly

Total Gross Pay

Adjusted Gross Pay

Taxes Withheld

Federal Withholding

Medicare Employee

Social Security Employee

Medicare Employee Addl Tax

Total Taxes Withheld

Net Pay

Employer Taxes and Contributions

Federal Unemployment

Medicare Company

Social Security Company

TX - Unemployment

Total Employer Taxes and Contributions

EARTH ENERGY RENEWABLES LLC

Payroll Summary

October 29 - 31, 2020

#14

#15

Hours	Rate	Oct 29 - 31, 20
-------	------	-----------------

Hours	Rate	Oct 29 - 31, 20
-------	------	-----------------

0.00

0.00

0.00

0.00

2,600.00

2,320.29

0.00

0.00

0.00

0.00

0.00

0.00

2,600.00

2,320.29

2,600.00

2,320.29

-283.00

-212.00

-37.70

-33.64

-161.20

-143.86

0.00

0.00

-481.90

-389.50

2,118.10

1,930.79

0.00

0.00

37.70

33.64

161.20

143.86

0.00

0.00

198.90

177.50

4:30 PM
10/28/20

EARTH ENERGY RENEWABLES LLC

Payroll Summary

October 29 - 31, 2020

Employee	#16			#17		
	Hours	Rate	Oct 29 - 31, 20	Hours	Rate	Oct 29 - 31, 20
Employee Wages, Taxes and Adjustments						
Gross Pay						
Administration Salaries			0.00			1,733.33
Engineering Salary			0.00			0.00
Plant Ops Salary			0.00			0.00
R & D Labor			0.00			0.00
Overtime (x1.5) hourly	16.00	25.50	408.00			0.00
Plant Ops Hourly	80.00	17.00	1,360.00			0.00
Total Gross Pay	96.00		1,768.00			1,733.33
Adjusted Gross Pay	96.00		1,768.00			1,733.33
Taxes Withheld						
Federal Withholding			-163.00			-95.00
Medicare Employee			-25.64			-25.13
Social Security Employee			-109.62			-107.47
Medicare Employee Addl Tax			0.00			0.00
Total Taxes Withheld	96.00		-298.26			-227.60
Net Pay			1,469.74			1,505.73
Employer Taxes and Contributions						
Federal Unemployment			0.00			9.84
Medicare Company			25.64			25.13
Social Security Company			109.62			107.47
TX - Unemployment			0.00			46.80
Total Employer Taxes and Contributions			135.26			189.24

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10/28/20

EARTH ENERGY RENEWABLES LLC

Payroll Summary

October 29 - 31, 2020

Employee	#18			#19		
	Hours	Rate	Oct 29 - 31, 20	Hours	Rate	Oct 29 - 31, 20
Employee Wages, Taxes and Adjustments						
Gross Pay						
Administration Salaries			0.00			0.00
Engineering Salary			0.00			5,625.00
Plant Ops Salary			0.00			0.00
R & D Labor			0.00			0.00
Overtime (x1.5) hourly	16.00	25.50	408.00			0.00
Plant Ops Hourly	80.00	17.00	1,360.00			0.00
Total Gross Pay	96.00		1,768.00			5,625.00
Adjusted Gross Pay			1,768.00			5,625.00
Taxes Withheld						
Federal Withholding			-38.00			-541.00
Medicare Employee			-25.63			-81.56
Social Security Employee			-109.62			-348.75
Medicare Employee Addl Tax			0.00			0.00
Total Taxes Withheld			-173.25			-971.31
Net Pay	96.00		1,594.75			4,653.69
Employer Taxes and Contributions						
Federal Unemployment			0.00			0.00
Medicare Company			25.63			81.56
Social Security Company			109.62			348.75
TX - Unemployment			0.00			0.00
Total Employer Taxes and Contributions			135.25			430.31

4:30 PM
10/28/20

EARTH ENERGY RENEWABLES LLC

Payroll Summary

October 29 - 31, 2020

TOTAL

Employee

Hours	Rate	Oct 29 - 31, 20
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Employee Wages, Taxes and Adjustments

Gross Pay

Administration Salaries

Engineering Salary

Plant Ops Salary

R & D Labor

Overtime (x1.5) hourly

Plant Ops Hourly

Total Gross Pay

Adjusted Gross Pay

Taxes Withheld

Federal Withholding

Medicare Employee

Social Security Employee

Medicare Employee Addl Tax

Total Taxes Withheld

Net Pay

Employer Taxes and Contributions

Federal Unemployment

Medicare Company

Social Security Company

TX - Unemployment

Total Employer Taxes and Contributions

1,733.33

11,291.67

18,570.29

16,625.00

1,632.00

6,035.00

55,887.29

55,887.29

55,887.29

-4,934.00

-810.35

-3,000.03

0.00

-8,744.38

47,142.91

47,142.91

9.84

810.35

3,000.03

46.80

3,867.02

EXHIBIT 2

PROMISSORY NOTE

\$60,000.00

CANYON LAKE, TEXAS

For value received, Earth Energy Renewables, LLC, subsequently referred to as the Borrower, promises to pay to the order of Jeffrey J. Wooley and John C. Wooley, P.O. Box 2185, Canyon Lake, TX 78133 or such address as may be designated by the Holder, the sum of Sixty Thousand and 00/100 Dollars (\$60,000.00) together with interest from the date of execution of this note on the outstanding principal balance at 8.0% per annum. If there is an uncured monetary default, the interest rate shall be 18% per annum beginning on the date of default.

Payment Schedule. This Note is due and payable in one payment of all outstanding principal and accrued, unpaid interest on January 29, 2021. Payments will be credited first to accrued interest and other charges, if any, due under this note and then to reduction of principal.

Time and Place of Payment; Late Fee. Payment is due at Holder's address on the due date.

Attorney's Fees. If suit is commenced on this note, the Borrower agrees to pay to the Holder of this note reasonable attorney's fees and expenses.

Default. Failure to pay the outstanding balance when due shall be an event of default.

Waiver of Rights. The Borrower hereby waives presentment, demand, protest, notice of dishonor, notice of protest, notice of intent to accelerate and notice of acceleration.

No usurious interest. It being the parties' intent to strictly comply with all applicable usury laws, it is agreed that the maximum amount of interest due under this note shall not at any time exceed the maximum amount of interest allowed by law, any other provisions of this note to the contrary notwithstanding. This note shall be construed to this effect.

Security. This note is unsecured.

Law Governing. This note shall be construed under and governed by the laws of the State of Texas and is performable in Comal County, Texas.

Business Purposes. Borrower represents and warrants to Lender that the loan evidenced by this note is for business purposes only and is not for personal or consumer purposes. Borrower acknowledges that Lender is relying upon such representation in making the loan and would not make the loan but for such representation.

BORROWER ACKNOWLEDGES THAT THE LENDER HAS MADE NO REPRESENTATION THAT THE LENDER WILL REFINANCE THE INDEBTEDNESS EVIDENCED HEREBY OR EXTEND CREDIT, AT MATURITY OF THIS NOTE OR OTHERWISE, TO BORROWER, ANY GUARANTOR OF THIS NOTE OR ANY OTHER PARTY CONNECTED IN ANY WAY WITH THIS NOTE. THIS NOTE REPRESENTS THE FINAL AGREEMENT BETWEEN THE PARTIES AND MAY NOT BE CONTRADICTED BY EVIDENCE OF PRIOR, CONTEMPORANEOUS OR SUBSEQUENT ORAL AGREEMENT OF THE PARTIES. ANY AMENDMENT OR MODIFICATION OF THIS NOTE SHALL BE IN WRITING AND SIGNED BY THE PARTY BOUND THEREBY.

Dated: October 30, 2020

BORROWER:
Earth Energy Renewables, LLC

By: _____
Jeffrey J. Wooley, Manager

By: _____
John C. Wooley, Manager

Label Matrix for local noticing
0542-5
Case 20-51780-rbk
Western District of Texas
San Antonio
Sun Oct 25 22:39:00 CDT 2020

Earth Energy Renewables, LLC
Po Box 2185
Attn Jeff Wooley, Manager
Canyon Lake, TX 78133-0009

ARA EER Holdings, LLC
5300 Memorial Dr. Ste. 500
Houston, TX 77007-8228

Agilent Technologies
4187 Collections Ce...
Chicago, IL 60693-0001

American Biochemicals
2151 Harvey Mitchell Pkwy S
College Sta, TX 77840-5281

Ara EER Holdings, LLC
c/o John P. Melko
Foley & Lardner LLP
1000 Louisiana Street, Ste. 2000
Houston, TX 77002-5018

Arrow Engineering
260 Pennsylvania Ave
Hillside, NJ 07205-2636

BMW Group LLC
Po Box 6713
Bryan, TX 77805-6713

Brazos County
Kristeen Roe, Tax A/c
4151 County Park Ct
Bryan, TX 77802-1430

CardmemberVISA
PO Box 79408
Saint Louis, MO 63179-0408

Carl Frampton
3838 Walden Estates Dr
Montgomery, TX 77356-8917

Concurrencies
Adriaan van Bleijenburgstraat 22
3311LB Dordrecht
Kingdom of the Netherlands

Dunaway/UDG
550 Bailey Ave, Suit...
Fort Worth, TX 76107-2155

Dunn Heat Exchangers, Inc
Po Box 644003
Dallas, TX 75264-4003

EE-TDF Cleveland LLC
1400 S Travis Ave
Cleveland, TX 77327-8403

Eddie Hare
5855 Foster Rd
Bryan, TX 77807-9771

Endress + Hauser, Inc
Dept 78795
Detroit, MI 48278-0795

Feldman Plumbing Company
Po Box 9700
College Sta, TX 77842-7700

First Glendenan Advisors LLC
C/O Andreas Vietor
5128 Applegate Lane
Dallas, TX 75287

Frontier
43218 Business Park Dr Ste 103
Temecula, CA 92590-3601

Global Management Partners
1701 Directors Boulevard Suite 300
Austin, TX 78744-1044

Hamilton Clark Sustainable Cap
1701 Pennsylvania Avenue NW Suite 200
Washington, DC 20006-5823

Jeffery Wooley
Po Box 2185
Canyon Lake, TX 78133-0009

John Wooley
Po Box 684707
Austin, TX 78768-4707

Lipid Technologies LLC
1600 19th Ave Sw
Austin, MN 55912-1778

Lowes
3255 Freedom Blvd
Bryan, TX 77802

MCHAM LAW
9414 Anderson Mill Rd
Austin, TX 78729-4428

Norton Rose Fulbright
Po Box 122613
Dallas, TX 75312-2613

O'Keefe IP Counseling
8127 Mesa Dr. B206-62
Austin, TX 78759-8774

Omeara Consulting LLC
407 Sinclair Ave Se
Cedar Rapids, IA 52403-1828

Praxair
Po Box 120812
Dallas, TX 75312-0812

Puffer Sweiven
Po Box 301124
Dallas, TX 75303-1124

S-Con Services Inc
Po Box 394
Bryan, TX 77806-0394

Saenz
9155 White Creek Road
College Station, TX 77845-6123

Service Tech
Po Box 1101
Bryan, TX 77806-1101

Steven Swanson Consulting LLC
11807 Legend Manor Dr
Houston, TX 77082-3079

Texas A & M University
Dept of Chemistry
Fin Mgmt Ops, AR Dept
6000 Tamu
College Sta, TX 77843-0001

VWR International LLC
PO Box 640169
Pittsburgh, PA 15264-0169

Williams Scotsman, Inc
Po Box 91975
Chicago, IL 60693-1975

Zeep Incorporated
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Austin, TX 78738

Eric Terry
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3511 Broadway
San Antonio, TX 78209-6513

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

IN RE:	§	
	§	CASE NO. 20-51780-RBK
EARTH ENERGY RENEWABLES, LLC	§	
	§	CHAPTER 11
	§	SUBCHAPTER V
DEBTOR	§	

**ORDER GRANTING MOTION TO INCUR UNSECURED DEBT
PURSUANT TO 11 U.S.C. § 364(B)**

On this day, at San Antonio, Texas, came before the Court for expedited hearing the Motion to Incur Unsecured Debt pursuant to 11 U.S.C. § 364(b) (the “Motion”), filed in this Chapter 11 proceeding by the Debtor in Possession, Earth Energy Renewables, LLC, (the “Debtor”). The Debtor appeared through its attorney of record, Frank B. Lyon. Other parties in interest appeared, as announced on the record in open Court.

The Court finds, based upon the representations of Debtor's counsel, that notice is proper in that a copy of the Motion, together with notice of the time, date and place of the expedited hearing on the Motion, was served upon each of the parties entitled to notice under Title 11, United States Code, the Federal Rules of Bankruptcy Procedure and the Local Rules of this Court. The Court further finds that no objections to the Motion were filed by any person and no party appeared in opposition to the Motion.

Having considered the Motion and the evidence and arguments of counsel, the Court finds: that the Motion is proper; that it is critical to the operation of the Debtor's business, and to the Debtor's reorganization efforts, that it be permitted to incur unsecured debt pursuant to 11 U.S.C. § 364(b) in the amount of \$60,000.00 on the terms that are set forth in the Motion.

IT IS THEREFORE ORDERED that the Motion is hereby GRANTED, and the Debtor is hereby authorized to incur unsecured debt pursuant to 11 U.S.C. § 364(b) on the form attached hereto as Exhibit A.

#

This Order was prepared and submitted by
Frank B. Lyon
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Austin, Texas 78731
512-345-8964 / Fax 512-647-0047
frank@franklyon.com

EXHIBIT

A

PROMISSORY NOTE

\$60,000.00

CANYON LAKE, TEXAS

For value received, Earth Energy Renewables, LLC, subsequently referred to as the Borrower, promises to pay to the order of Jeffrey J. Wooley and John C. Wooley, P.O. Box 2185, Canyon Lake, TX 78133 or such address as may be designated by the Holder, the sum of Sixty Thousand and 00/100 Dollars (\$60,000.00) together with interest from the date of execution of this note on the outstanding principal balance at 8.0% per annum. If there is an uncured monetary default, the interest rate shall be 18% per annum beginning on the date of default.

Payment Schedule. This Note is due and payable in one payment of all outstanding principal and accrued, unpaid interest on January 29, 2021. Payments will be credited first to accrued interest and other charges, if any, due under this note and then to reduction of principal.

Time and Place of Payment; Late Fee. Payment is due at Holder's address on the due date.

Attorney's Fees. If suit is commenced on this note, the Borrower agrees to pay to the Holder of this note reasonable attorney's fees and expenses.

Default. Failure to pay the outstanding balance when due shall be an event of default.

Waiver of Rights. The Borrower hereby waives presentment, demand, protest, notice of dishonor, notice of protest, notice of intent to accelerate and notice of acceleration.

No usurious interest. It being the parties' intent to strictly comply with all applicable usury laws, it is agreed that the maximum amount of interest due under this note shall not at any time exceed the maximum amount of interest allowed by law, any other provisions of this note to the contrary notwithstanding. This note shall be construed to this effect.

Security. This note is unsecured.

Law Governing. This note shall be construed under and governed by the laws of the State of Texas and is performable in Comal County, Texas.

Business Purposes. Borrower represents and warrants to Lender that the loan evidenced by this note is for business purposes only and is not for personal or consumer purposes. Borrower acknowledges that Lender is relying upon such representation in making the loan and would not make the loan but for such representation.

BORROWER ACKNOWLEDGES THAT THE LENDER HAS MADE NO REPRESENTATION THAT THE LENDER WILL REFINANCE THE INDEBTEDNESS EVIDENCED HEREBY OR EXTEND CREDIT, AT MATURITY OF THIS NOTE OR OTHERWISE, TO BORROWER, ANY GUARANTOR OF THIS NOTE OR ANY OTHER PARTY CONNECTED IN ANY WAY WITH THIS NOTE. THIS NOTE REPRESENTS THE FINAL AGREEMENT BETWEEN THE PARTIES AND MAY NOT BE CONTRADICTED BY EVIDENCE OF PRIOR, CONTEMPORANEOUS OR SUBSEQUENT ORAL AGREEMENT OF THE PARTIES. ANY AMENDMENT OR MODIFICATION OF THIS NOTE SHALL BE IN WRITING AND SIGNED BY THE PARTY BOUND THEREBY.

Dated: October 30, 2020

BORROWER:
Earth Energy Renewables, LLC

By: _____
Jeffrey J. Wooley, Manager

By: _____
John C. Wooley, Manager